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Be Friends Holding Limited
交個朋友控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1450)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 7 NOVEMBER 2025

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders of Be Friends Holding Limited

SOMERLEY CAPITAL LIMITED

Reference is made to the announcements of Be Friends Holding Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 5 August 2025, 22 August 2025 and 25 September 2025 (the "**Announcements**"), and the circular (the "**Circular**") and the notice (the "**Notice**") of the extraordinary general meeting (the "**EGM**") of the Company, both dated 17 October 2025. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

The Board is pleased to announce that the ordinary resolution (the "**Ordinary Resolution**") as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 7 November 2025.

Details of the poll results in respect of the Ordinary Resolution proposed at the EGM were as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
"THAT: (i) the Equity Purchase Agreement dated 5 August 2025 (the "**Equity Purchase Agreement**") (as amended by the supplemental agreement dated 25 September 2025 (the "**Supplemental Agreement**"), details of which are disclosed in the circular of the Company dated 17 October 2025 (the "**Circular**"), entered into in connection with the Acquisition (as defined in the Circular) and the transactions thereunder be and are hereby ratified, confirmed and approved; (ii) any one director of the Company be and is hereby generally and unconditionally authorized for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Equity Purchase Agreement (as amended by the Supplemental Agreement) referred to in paragraph (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders."	183,798,113 (100.00%)	0 (0.00%)

* Please refer to the full text of Ordinary Resolution as set out in the notice of EGM dated 17 October 2025 for details.

As more than 50% of the votes were casted in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares by the Company was 1,387,203,163 Shares. As stated in the Circular, Mr. Li Liang, Mr. Li Jun, Vendor E, Mr. Cui, the Partners of Vendor D (namely, Mr. Wang, Ms. Zhang, Mr. Xiao, Mr. Hao and Mr. Liu) and their respective associates, which together hold 574,998,298 Shares, representing approximately 41.45% of the issued Shares of the Company as at the date of the EGM, were required to abstain, and have abstained, from voting on the Ordinary Resolution.

Besides, among the total issued Shares, 2,550,000 Shares were held by the Company as treasury shares and 3,430,854 Shares were held in trust by Tricor Trust (Hong Kong) Limited appointed by the Company for the purpose to service the Share Award Plan. Pursuant to Rules 17.05A and 17.12(2) of the Listing Rules and the rules of the Share Award Plan, Tricor Trust (Hong Kong) Limited shall not exercise voting rights in respect of any Shares held by it in trust, being 3,430,854 Shares, representing approximately 0.25% of the total Shares in issue (excluding treasury shares of the Company) as at the date of the EGM. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

Accordingly, the total number of Shares entitling the Shareholders to attend the EGM and vote for or against the Ordinary Resolution at the EGM was 806,224,011 Shares. Save as disclosed, no other Shareholder is required under the Listing Rules to abstain from voting at the EGM.

Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, acted as the scrutineer for the vote-taking at the EGM. All Directors attended the EGM in person or by electronic means.

By Order of the Board of
Be Friends Holding Limited
Li Jun
Chairman

Hong Kong, 7 November 2025

As at the date of this announcement, the executive Directors are Mr. Li Jun, Mr. Li Liang and Ms. Zhao Hui Li; and the independent non-executive Directors are Mr. Kong Hua Wei, Mr. Ma Zhan Kai and Dr. Yu Guo Jie.